

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0589  
Page 1 of 5

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APR 07 2008

Gov't. LEX Operations

SPECIAL USE ONLY

FCC USE ONLY

(1) LOCKBOX #

979091

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)

Dickstein Shapiro LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$965.00

(4) STREET ADDRESS LINE NO. 1

1825 Eye Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006-5403

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 420-2200

(10) COUNTRY CODE (if not in U.S.A.)

## FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)

0004-2711-10

(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)  
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME

National Grid USA

(14) STREET ADDRESS LINE NO. 1

25 Research Drive

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Westborough

(17) STATE

MA

(18) ZIP CODE

01582

(19) DAYTIME TELEPHONE NUMBER (include area code)

(508) 389-2000

(20) COUNTRY CODE (if not in U.S.A.)

## FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0016-7461-66

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

\$965.00

(27A) TOTAL FEE

\$965.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23b) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

## SECTION D - CERTIFICATION

## CERTIFICATION STATEMENT

I, Allan C. Hubbard

, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE April 4, 2008

## SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD \_\_\_\_\_ VISA \_\_\_\_\_ AMEX \_\_\_\_\_ DISCOVER \_\_\_\_\_

ACCOUNT NUMBER \_\_\_\_\_ EXPIRATION DATE \_\_\_\_\_

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

**DICKSTEINSHAPIRO<sub>LLP</sub>**

1825 Eye Street NW | Washington, DC 20006-5403  
TEL (202) 420-2200 | FAX (202) 420-2201 | dicksteinshapiro.com  
Writer's Direct Dial: (202) 420-3680  
E-Mail Address: HubbardA@dicksteinshapiro.com

April 4, 2008

**By Federal Express**

Federal Communications Commission  
c/o U.S. Bank  
1005 Convention Plaza  
Government Lockbox 979091  
Saint Louis, MO 63101-1229  
Attn: Government Lockbox

***Re: Application of National Grid USA and KeySpan Services, Inc., Transferors,  
and Light Tower Holdings LLC and Light Tower Fiber LLC, Transferees,  
For Grant of Authority Pursuant to Section 214 of the Communications Act  
of 1934, as amended, and Section 63.04 of the Commission's Rules for a  
transfer of control of KeySpan Communications Corp.***

Dear Sir/Madam:


On behalf of National Grid USA, KeySpan Services, Inc., KeySpan Communications Corp., Light Tower Holdings LLC and Light Tower Fiber LLC, enclosed are an original and six (6) copies of an Application for transfer of control of KeySpan Communications Corp.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$965.00, in satisfaction of the filing requirements for this Application under line 2.b. of Section 1.1105 of the Commission's Rules.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the Federal Express envelope provided for your convenience.

If there are any questions regarding this filing, please contact the undersigned.

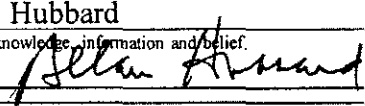
Respectfully submitted,

  
Allan C. Hubbard

Enclosures

copy to via e-mail: (w/enclosures) Tracey Wilson-Parker (WCB) --  
[Tracey.Wilson-Parker@fcc.gov](mailto:Tracey.Wilson-Parker@fcc.gov)

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCKBOX #  979091		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Dickstein Shapiro LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1825 Eye Street, N.W.</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006-5403</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(202) 420-2200</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0004-2711-10</b>		(12) FCC USE ONLY	
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME <b>National Grid USA</b>			
(14) STREET ADDRESS LINE NO. 1 <b>25 Research Drive</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Westborough</b>		(17) STATE <b>MA</b>	(18) ZIP CODE <b>01582</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(508) 389-2000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0016-7461-66</b>		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>		(25A) QUANTITY
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>		FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE		(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <b>Allan C. Hubbard</b> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE 		DATE <b>April 4, 2008</b>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>5</u>		SPECIAL USE
		FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>KeySpan Services, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>One MetroTech Center</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Brooklyn</b>	(17) STATE <b>NY</b>	(18) ZIP CODE <b>11201</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(718) 403-2000</b>	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0017-6264-90</b>	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
Page No 3 of 5

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

KeySpan Communications Corp.

(14) STREET ADDRESS LINE NO. 1

1377 Motor Parkway

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Islandia

(17) STATE

NY

(18) ZIP CODE

11749

(19) DAYTIME TELEPHONE NUMBER (include area code)

(631) 300-3700

(20) COUNTRY CODE (if not in U.S.A.)

## FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0011-5657-44

(22) FCC USE ONLY

## COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> Page No <u>4</u> of <u>5</u>		SPECIAL USE  FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>Light Tower Holdings LLC</b>		
(14) STREET ADDRESS LINE NO. 1 <b>80 Central Street</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Boxborough</b>	(17) STATE <b>MA</b>	(18) ZIP CODE <b>01719</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(978) 264-6000</b>		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0017-2384-11</b>		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> Page No <u>5</u> of <u>5</u>		SPECIAL USE
		FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>Light Tower Fiber LLC</b>		
(14) STREET ADDRESS LINE NO. 1 <b>80 Central Street</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Boxborough</b>	(17) STATE <b>MA</b>	(18) ZIP CODE <b>01719</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(978) 264-6000</b>		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0017-6255-67</b>		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

In the Matter of the Application of  
National Grid USA and KeySpan  
Services, Inc.,

and

Transferees,

For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules for a transfer of control of KeySpan Communications Corp.

WC Docket No. 08-\_\_\_\_\_

## 2420056



## I. OVERVIEW

National Grid, KeySpan Services, KeySpan Communications, Light Tower Holdings and Light Tower Fiber (collectively, "Applicants") file this Application in connection with the planned purchase by Light Tower Fiber of KeySpan Communications. National Grid is a wholly-owned subsidiary of National Grid plc, an international energy delivery company with principal activities in the regulated electricity and natural gas industries in the United Kingdom and in the United States. National Grid plc conducts its operations in the United States through National Grid. KeySpan Services is an indirect wholly-owned subsidiary of National Grid and is the direct parent of KeySpan Communications.<sup>1</sup>

KeySpan Communications is a telecommunications carrier that owns and operates a fiber-based network in Long Island, New York City and New Jersey. KeySpan Communications uses its network and leased facilities to provide private line and special access services to telecommunications carriers, internet service providers and governmental and business customers in New York and New Jersey and to a carrier that provides private line service to a customer with offices in New York, California, Illinois and Virginia.<sup>2</sup>

Following consummation of the transaction, KeySpan Communications (which will be merged with and into a limited liability company just prior to closing) will become a wholly-owned subsidiary of Light Tower Fiber. Light Tower Fiber is an indirect, wholly-owned subsidiary of Light Tower Holdings, a provider (through its various subsidiaries) of turnkey wireless infrastructure, fiber networks and managed backhaul services throughout the United

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<sup>1</sup> In 2007, National Grid acquired KeySpan Services and KeySpan Communications and their affiliated entities. National Grid obtained Commission approval for the transfer of control of KeySpan Communications. *See* Public Notice dated July 31, 2007 (DA 07-3485).

<sup>2</sup> KeySpan Communications also provides international bandwidth services, but not on a common carrier basis and thus, does not hold an international Section 214 authorization.

States and facilities-based domestic intrastate telecommunications services in Connecticut, New York and New Jersey. Light Tower Fiber provides fiber network facilities in southern New Hampshire, Massachusetts, Rhode Island, and eastern New York.

The transaction, which is described in Section II below, will be transparent to KeySpan Communications' customers. For the reasons set forth in Section II below, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i).

## **II. INFORMATION REQUIRED BY SECTION 63.04**

Applicants submit the following information in response to the requirements in Section 63.04(a)(1)-(12) of the Commission's rules, 47 C.F.R. § 63.04(a)(1)-(12):

### **Section 63.04(a)(1) - Name, address and telephone number of each applicant:**

#### Transferors:

National Grid USA  
25 Research Drive  
Westborough, MA 01582  
(508) 389-2000 (Tel.)

KeySpan Services, Inc.  
One MetroTech Center  
Brooklyn, NY 11201  
(718) 403-2000 (Tel.)

#### Transferees:

Light Tower Holdings LLC  
Light Tower Fiber LLC  
80 Central Street  
Boxborough, MA 01719  
(978) 264-6000 (Tel.)

Telecommunications Service Provider:

KeySpan Communications Corp.  
1377 Motor Parkway  
Islandia, NY 11749  
(631) 300-3700 (Tel.)

**Section 63.04(a)(2) - Jurisdiction of organizations:**

Transferors:

National Grid USA is a Delaware corporation.

KeySpan Services, Inc. is a Delaware corporation.

Transferees:

Light Tower Holdings LLC is a Delaware limited liability company.

Light Tower Fiber LLC is a Delaware limited liability company.

Telecommunications Service Provider:

KeySpan Communications Corp. is a New York corporation.

**Section 63.04(a)(3) - Correspondence concerning this application should be sent to:**

For Transferors and KeySpan Communications:

Lewis J. Paper, Esq.  
Allan C. Hubbard, Esq.  
Dickstein Shapiro LLP  
1825 Eye Street, NW  
Washington, DC 20006-5403  
Tel.: (202) 420-2200  
Fax: (202) 420-2201  
E-mail: [PaperL@dicksteinshapiro.com](mailto:PaperL@dicksteinshapiro.com)  
E-mail: [HubbardA@dicksteinshapiro.com](mailto:HubbardA@dicksteinshapiro.com)

and

Anna S. Chacko, Esq.  
KeySpan Services, Inc.  
175 East Old Country Road  
Hicksville, New York 11801  
Tel: (516) 545-5246  
Fax: (516) 545-5029  
E-mail: [achacko@keyspanenergy.com](mailto:achacko@keyspanenergy.com)

For Transferees:

H. Bryan Ives III, Esq.  
Alston & Bird LLP  
Bank of America Plaza  
Suite 4000  
101 South Tryon Street  
Charlotte, North Carolina 28280-4000  
Tel: (704) 444-1002  
Fax: (704) 444-1111  
E-mail: [bives@alston.com](mailto:bives@alston.com)

and

David A. LaFuria, Esq.  
John Cimko, Esq.  
Lukas Nace Gutierrez & Sachs, Chartered  
1650 Tysons Boulevard  
Suite 1500  
McLean, Virginia 22102  
Tel: (703) 584-8678  
Fax: (703) 584-8696  
E-mail: [dlafuria@fcclaw.com](mailto:dlafuria@fcclaw.com)  
E-mail: [jcimko@fcclaw.com](mailto:jcimko@fcclaw.com)

and

Leslie J. Brown, Esq.  
General Counsel  
Lighttower  
80 Central Street  
Boxborough, Massachusetts 01719  
Tel: (978) 264-6076  
Fax: (978) 264-6176  
E-mail: [leslie.brown@lighttower.com](mailto:leslie.brown@lighttower.com)

**Section 63.04(a)(4) - Name, address, citizenship, principal business and ownership interest of owners of ten percent or more of each of the Applicants:**

The information requested for KeySpan Communications and Transferors is set forth at Exhibit A.

The information requested for Transferees is set forth at Exhibit B.

**Section 63.04(a)(5) – Certification that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Drug Abuse Act of 1988, 21 U.S.C. § 853(a):**

Applicants certify that they are not subject to denial of Federal benefits pursuant to Section 5031 of the Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

**Section 63.04(a)(6) - Description of the transaction:**

Pursuant to a Membership Interest Purchase Agreement dated as of February 26, 2008 (“Agreement”),<sup>3</sup> KeySpan Communications, at least one business day prior to the closing, will be merged with and into a Delaware limited liability company to be created by KeySpan Services (or a subsidiary of KeySpan Services), with the limited liability company being the surviving entity, the name of which will be Light Tower Fiber Long Island LLC (“Light Tower Long Island”). At closing, Light Tower Fiber will acquire KeySpan Services’ (or KeySpan Services’ subsidiary’s) membership interest in Light Tower Long Island.

Prior to KeySpan Communications’ pre-closing merger with and into Holding LLC, KeySpan Communications will execute a bill of sale to an affiliate, KeySpan Corporate Services LLC (“KeySpan Corporate”). The bill of sale will transfer to KeySpan Corporate that portion of

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<sup>3</sup> The Agreement is by and among Light Tower Fiber, LT LLC, KeySpan Services and KeySpan Communications. LT LLC, a wholly-owned subsidiary of Light Tower Holdings and an indirect parent of Light Tower Fiber, is a party to the Agreement solely for the purpose of guaranteeing certain of Light Tower Fiber’s obligations under the Agreement.

KeySpan Communications' fiber optic cable and cable accessories that are used to provide internal communications services for a KeySpan Communications affiliate that manages the Long Island Lighting Company's electricity transmission and distribution system and to provide internal communications for KeySpan Corporate and affiliates in Suffolk and Nassau Counties, New York, and for the Far Rockaway power station in Queens, New York (the "KeySpan Retained Fiber Optic Cable").

Concurrent with the closing of the Agreement, KeySpan Corporate will enter two agreements with Light Tower Long Island: (1) an IRU Agreement granting Light Tower Long Island an indefeasible right to use certain fiber strands in the KeySpan Retained Fiber Optic Cable; and (2) a Communications Services and Maintenance Agreement by which KeySpan Corporate will purchase from Light Tower Long Island the maintenance, bandwidth and dark fiber services currently provided to KeySpan Corporate by KeySpan Communications.

A chart showing ownership of KeySpan Communications/Light Tower Long Island before and after closing of the proposed transaction is provided in Exhibit D.

**Section 63.04(a)(7) - Description of geographic areas in which the transferor and the transferee (and their affiliates) offer domestic telecommunication services and what services are provided in each case:**

Transferor:

KeySpan Communications offers private line and special access services to customers in New York and New Jersey and leases facilities to a carrier for use in providing private line service to a customer with offices in New York, California, Illinois and Virginia. KeySpan Communications' customers include telecommunications carriers, Internet service providers, business customers and schools, universities and governmental agencies. KeySpan Communications also provides internal telecommunications to its affiliates.

National Grid and its subsidiaries and its affiliates (other than KeySpan Communications) do not offer domestic telecommunications services.<sup>4</sup>

Transferee:

Light Tower Holdings and its subsidiaries are engaged in the business of (a) acquiring, constructing, owning, maintaining and leasing capacity on fiber optic cable networks and providing related services, (b) acquiring, constructing, owning, maintaining and leasing space on communications towers and other structures to wireless telecommunications providers and others and providing related engineering, site selection and development services and/or (c) acquiring, constructing, owning, maintaining and leasing distributed antenna systems network facilities and providing related services.

Light Tower Holdings and/or its subsidiaries are providing services or facilities in Arkansas, California, Connecticut, Florida, Georgia, Indiana, Kansas, Kentucky, Maine, Maryland, Massachusetts, Missouri, New Hampshire, New Mexico, New York, North Carolina, Oklahoma, Rhode Island, South Carolina, Tennessee, Texas, Vermont and West Virginia.

Light Tower Holdings recently acquired DataNet Communications Group, Inc. ("DCG") and its three operating subsidiaries – Connecticut DataNet, LLC, Hudson Valley DataNet, LLC, and New Jersey DataNet Telecom, LLC. The DCG operating subsidiaries provide facilities-based domestic intrastate telecommunications service in the States of Connecticut, New York and New Jersey.

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<sup>4</sup> National Grid USA Service Company, Inc., a wholly-owned subsidiary of National Grid, holds radio licenses used to support National Grid's electric and gas utility business in the U.S.

One of Light Tower Holdings' equity owners – M/C Venture Partners L.P. – holds interests in numerous telecommunications service providers. See Exhibit C for a listing of those providers.

**Section 63.04(a)(8) - Statement as to how the application fits into the streamlined category:**

The Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules. Following consummation of the proposed transaction, Transferees and their affiliates (as defined in Section 3(1) of the Communications Act, as amended, 47 U.S.C. § 153(1)) ("Affiliates") will have less than a 10 percent market share of the interstate interexchange market and would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Neither the Applicants nor their Affiliates are dominant with respect to any telecommunications services.

**Section 63.04 (a)(9) - Identification of all other Commission applications related to this transaction:**

In 2002, KeySpan Communications sought and obtained a determination from the Commission that KeySpan Communications is an exempt telecommunications company pursuant to Section 34(c)(1) of the Public Utility Holding Company Act of 1935 as amended by Section 103 of the Telecommunications Act of 1996. The Public Utility Holding Act was repealed by the Energy Policy Act of 2005 effective February 8, 2006.<sup>5</sup> Although Section 1.5006 of the Commission's rules, 47 CFR § 1.5006, requires action by an exempt

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<sup>5</sup> P.L. 109-58, § 1263.



telecommunications company if there has been a material change in its status, Applicants understand that the Commission is no longer enforcing the rule.<sup>6</sup>

**Section 63.04 (a)(10) - Statement of whether applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

Applicants seek no such special consideration.

**Section 63.04 (a)(11) - Identification of any separately filed waiver requests sought in conjunction with this transaction:**

Applicants have filed no separate waiver requests in conjunction with this transaction.

**Section 63.04 (a)(12) - Statement showing how a grant of the application will serve the public interest, convenience and necessity:**

The proposed transaction will serve the public interest, convenience and necessity. The network and services of Light Tower Holdings' subsidiaries, in combination with KeySpan Communications' network and services, will enhance the potential of KeySpan Communications/Light Tower Long Island to expand its product portfolio and service offerings to telecommunications customers and to promote competition in the special access market. Moreover, the proposed transaction will be transparent and seamless to customers.

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<sup>6</sup> See Public Notice, DA 02-127, released January 16, 2002 in NSD File No. ETC 01-22.

### III. CONCLUSION

For the foregoing reasons, Applicants request that the Commission promptly grant this application for a transfer of control of KeySpan Communications.

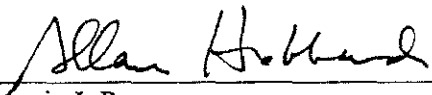
Dated: April 4, 2008

Respectfully submitted,

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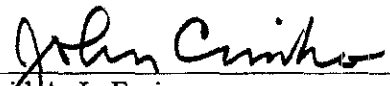
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### III. CONCLUSION

For the foregoing reasons, Applicants request that the Commission promptly grant this application for a transfer of control of KeySpan Communications.

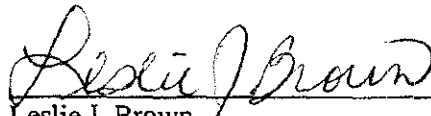
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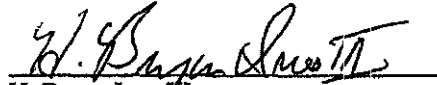
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### III. CONCLUSION

For the foregoing reasons, Applicants request that the Commission promptly grant this application for a transfer of control of KeySpan Communications.

Dated: April 3, 2008

Respectfully submitted,



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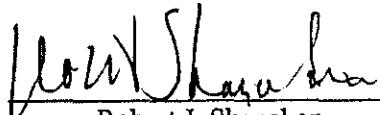
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**LIGHT TOWER HOLDINGS DECLARATION**

I, Robert J. Shanahan, Chief Executive Officer-Fiber, of Light Tower Holdings LLC certify that the information in the foregoing Application as it pertains to Light Tower Holdings LLC and its affiliates is true and accurate to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 3rd day of April 2008.

  
Robert J. Shanahan

**NATIONAL GRID USA DECLARATION**

I, Lawrence J. Reilly, Executive Vice President and Secretary of National Grid USA, certify that the information in the foregoing Application as it pertains to National Grid USA and its subsidiaries is true and accurate to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4<sup>th</sup> day of April 2008.

  
Lawrence J. Reilly

# **EXHIBIT A**

## **Ownership Information as to KeySpan Communications and Transferors**

**Section 63.04(a)(4) - Name, address, citizenship, principal business and ownership interest of owners of ten percent or more of each of the Applicants:**

The following entity owns 10% or more of KeySpan Communications:

Name: KeySpan Services, Inc.  
Address: One MetroTech Center  
Brooklyn, NY 11201  
Citizenship: United States  
Principal business: Holding company for certain KeySpan businesses that are not regulated as gas or electric utilities.  
Ownership interest: KeySpan Services, Inc. owns 100% of the equity in KeySpan Communications.

The following entity owns 10% or more of KeySpan Services, Inc.:

Name: KeySpan Energy Corporation  
Address: One MetroTech Center  
Brooklyn, New York 11201  
Citizenship: United States  
Principal business: Intermediate holding company for certain of KeySpan's regulated and unregulated businesses.  
Ownership interest: KeySpan Energy Corporation owns 100% of the equity in KeySpan Services, Inc.

The following entity owns 10% or more of KeySpan Energy Corporation:

Name: KeySpan Corporation  
Address: One MetroTech Center  
Brooklyn, NY 11201  
Citizenship: United States  
Principal business: Natural gas distributor and electric generation, transmission and distribution.  
Ownership interest: KeySpan Corporation owns 100% of the equity in KeySpan Energy Corporation.

The following entity owns 10 % or more KeySpan Corporation:

Name: National Grid USA  
Address: 25 Research Drive  
Westborough, MA 01582  
Citizenship: United States  
Principal business: Ownership of electric and gas utilities in the United States.  
Ownership interest: National Grid USA owns 100% of the equity in the Merger Sub.



The following entity owns 10% or more of National Grid USA:

Name: National Grid Holdings Inc.  
Address: 25 Research Drive  
Westborough, MA 01582  
Citizenship: United States  
Principal business: Holding company  
Ownership Interest: National Grid Holdings Inc. owns 100% of the equity in National Grid USA.

The following entity owns 10% or more of National Grid Holdings Inc.:

Name: National Grid (US) Partner 1 Ltd.  
Address: 1-3 Strand  
London WC2N 5EH  
United Kingdom  
Citizenship: United Kingdom  
Principal business: Holding company  
Ownership interest: National Grid (US) Partner 1 Ltd. owns 100% of the equity in National Grid Holdings Inc.

The following entity owns 10% or more of National Grid (US) Partner 1 Ltd.:

Name: National Grid (US) Investments 4  
Address: 1-3 Strand  
London WC2N 5EH  
United Kingdom  
Citizenship: United Kingdom  
Principal business: Holding company  
Ownership interest: National Grid (US) Investments 4 owns 99% of the equity in National Grid (US) Partner 1 Ltd.<sup>7</sup>

The following entity owns 10% or more of National Grid (US) Investments 4:

Name: National Grid (US) Holdings Ltd.  
Address: 1-3 Strand  
London WC2N 5EH  
United Kingdom  
Citizenship: United Kingdom  
Principal business: Holding company

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<sup>7</sup> The remaining 1% of equity in National Grid (US) Partner 1 Ltd. is owned by National Grid (US) Partner 2 Ltd. National Grid (US) Partner 2 Ltd., in turn, is a wholly-owned subsidiary of National Grid (US) Investments 4.